

**Fill in this information to identify the case:**

United States Bankruptcy Court for the:

District of Delaware

Case number (if known): \_\_\_\_\_ Chapter 11

☐ Check if this is an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy****04/20**

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

**1. Debtor's name**

Hertz Global Holdings, Inc.

**2. All other names debtor used in the last 8 years**

Include any assumed names, trade names, and *doing business* as names

**3. Debtor's federal Employer Identification Number (EIN)**

61 - 1770902

**4. Debtor's address****Principal place of business**

8501 Williams Road

Number Street

Estero FL 33928

City State ZIP Code

Lee

County

**Mailing address, if different from principal place of business**

Number Street

P.O. Box

City State ZIP Code

**Location of principal assets, if different from principal place of business**

Number Street

City State ZIP Code

**5. Debtor's website (URL)**

www.hertz.com

Debtor Hertz Global Holdings, Inc. Case number (if known) \_\_\_\_\_  
Name

**6. Type of debtor**

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))  
☐ Partnership (excluding LLP)  
☐ Other. Specify: \_\_\_\_\_

**7. Describe debtor's business***A. Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))  
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))  
☐ Railroad (as defined in 11 U.S.C. § 101(44))  
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))  
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))  
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))  
☒ None of the above

*B. Check all that apply:*

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)  
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)  
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

*C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes> .*  
5321

**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

*Check one:*

- ☐ Chapter 7  
☐ Chapter 9  
☒ Chapter 11. *Check all that apply:*

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☒ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

Debtor Hertz Global Holdings, Inc. Case number (if known) \_\_\_\_\_  
 Name

**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

☒ No

☐ Yes. District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
 MM / DD / YYYY

If more than 2 cases, attach a separate list.

District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
 MM / DD / YYYY

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**

☐ No

☒ Yes. Debtor See Schedule A Relationship \_\_\_\_\_

District Delaware When \_\_\_\_\_  
 MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Case number, if known \_\_\_\_\_

**11. Why is the case filed in this district?**

Check all that apply:

☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention?** (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? \_\_\_\_\_

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other \_\_\_\_\_

**Where is the property?**

Number \_\_\_\_\_ Street \_\_\_\_\_

City \_\_\_\_\_ State ZIP Code \_\_\_\_\_

**Is the property insured?**

☐ No

☐ Yes. Insurance agency \_\_\_\_\_

Contact name \_\_\_\_\_

Phone \_\_\_\_\_

Statistical and administrative information

Debtor Hertz Global Holdings, Inc.

Name

Case number (if known) \_\_\_\_\_

**13. Debtor's estimation of available funds**

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

**14. Estimated number of creditors \***

- |                                  |  |   |
|----------------------------------|--|---|
| <input type="checkbox"/> 1-49    | <input type="checkbox"/> 1,000-5,000   | <input type="checkbox"/> 25,001-50,000                |
| <input type="checkbox"/> 50-99   | <input type="checkbox"/> 5,001-10,000  | <input type="checkbox"/> 50,001-100,000               |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input checked="" type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 |  |   |

**15. Estimated assets \***

- |  |  |   |
|--|--|---|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million    | <input type="checkbox"/> \$500,000,001-\$1 billion                |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million   | <input type="checkbox"/> \$1,000,000,001-\$10 billion             |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million  | <input checked="" type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion                   |

**16. Estimated liabilities \***

- |  |  |   |
|--|--|---|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million    | <input type="checkbox"/> \$500,000,001-\$1 billion                |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million   | <input type="checkbox"/> \$1,000,000,001-\$10 billion             |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million  | <input checked="" type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion                   |

\*Represents consolidated financial information for the Debtor and its affiliated entities. This does not constitute a statement or admission as to the creditors, assets, or liabilities of any of the debtor entities individually.

Request for Relief, Declaration, and Signatures

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature of authorized representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05 / 22 / 2020  
MM / DD / YYYY

**X** /s/ Jamere Jackson

Signature of authorized representative of debtor

Title Executive Vice President and Chief Financial Officer

Jamere Jackson

Printed name

Debtor Hertz Global Holdings, Inc.  
Name

Case number (if known) \_\_\_\_\_

**18. Signature of attorney**

**X** /s/ Mark D. Collins  
Signature of attorney for debtor

Date 05 / 22 / 2020  
MM / DD / YYYY

Mark D. Collins

Printed name

Richards, Layton & Finger, P.A.

Firm name

920 North King Street

Number Street

Wilmington

City

DE 19801

State ZIP Code

(302) 651-7700

Contact phone

collins@rlf.com

Email address

2981

Bar number

Delaware

State

Official Form 201A (12/15)

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re

Chapter 11

Hertz Global Holdings, Inc.,

Case No. 20-[\_\_\_\_] ()

Debtor.

(Joint Administration Requested)

**Attachment to Voluntary Petition for Non-Individuals  
Filing for Bankruptcy under Chapter 11**

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 001-37665.

2. The following financial data is the latest available information and refers to the debtor's condition on March 31, 2020.

- |  |                                   |
|--|-----------------------------------|
| a. Total assets  | <u>\$ 25,842,000,000</u>          |
| b. Total debts (including debts listed in 2.c., below)   | <u>\$ 24,351,000,000</u>          |
| c. Debt securities held by more than 500 holders   | Approximate<br>number of holders: |
| secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$ _____ | _____                             |
| secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$ _____ | _____                             |
| secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$ _____ | _____                             |
| secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$ _____ | _____                             |
| secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/> \$ _____ | _____                             |
| d. Number of shares of preferred stock   | <u>0</u>                          |
| e. Number of shares common stock   | <u>142,294,110</u>                |

Comments, if any: Total assets and total debts listed above are in accordance with the Debtor's unaudited financial statements as of March 31, 2020, as set forth in the Debtor's Form 10-Q filed on May 11, 2020. The Debtor's Form 10-Q lists the consolidated total assets and total liabilities of the Debtor and its subsidiaries, with all intercompany transactions eliminated in consolidation. To the Debtor's knowledge, the shares of common stock listed above are those outstanding as of May 20, 2020.

3. Brief description of the debtor's business: The Debtors operate one of the largest worldwide vehicle rental companies under the Hertz, Dollar, and Thrifty brands, with car rental

Official Form 201A (12/15)

locations in North America, Europe, Latin America, Africa, Asia, Australia, the Caribbean, the Middle East and New Zealand. The Debtors also operate a vehicle leasing and fleet management solutions business.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of the debtor: Carl C. Icahn and certain affiliates<sup>1</sup>, Dimensional Fund Advisors LP, Renaissance Technologies, LLC<sup>2</sup>, GAMCO Investors, Inc. and certain affiliates<sup>3</sup>, The Vanguard Group, BlackRock, Inc., and PAR Investment Partners, L.P.<sup>4</sup>

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<sup>1</sup> To the Debtor's knowledge Mr. Icahn, Icahn Partners LP, Icahn Master Fund LP, High River Limited Partnership, Icahn Onshore LP, Icahn Capital LP, IPH GP LLC, Icahn Enterprises Holdings L.P., Icahn Enterprises G.P. Inc., Beckton Corp., Icahn Offshore LP, Hopper Investments LLC and Barberry Corp. are each deemed to have beneficial ownership, as such term is defined for purposes of Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended ("Rule 13d-3"), over all shares that are held directly by the following entities: Icahn Partners LP, Icahn Master Fund LP and High River Limited Partnership.

<sup>2</sup> To the Debtor's knowledge, Renaissance Technologies Holdings Corporation holds majority ownership of Renaissance Technologies LLC and is deemed to have beneficial ownership, as such term is defined for purposes of Rule 13d-3, of all shares held directly by Renaissance Technologies LLC.

<sup>3</sup> To the Debtor's knowledge, Mario J. Gabelli and certain entities affiliated with Mr. Gabelli are deemed to have beneficial ownership, as such term is defined for purposes of Rule 13d-3, over more than 5% of the outstanding common shares of the Debtor. However, Mr. Gabelli and such affiliated entities hold the power to vote with respect to fewer than 5% of the outstanding common shares of the Debtor. GAMCO Investors, Inc., Mr. Gabelli, Associated Capital Group, Inc., Gabelli Foundation, Inc. and GGCP Inc., are each deemed to have beneficial ownership over all shares of the Debtor that are held directly by the following entities: Associated Capital Group, Inc., Gabelli Funds, LLC, GAMCO Asset Management Inc., GGCP, Inc., Gabelli Foundation, Inc. and MJG Associates, Inc.

<sup>4</sup> To the Debtor's knowledge, (i) PAR Group II, L.P. and PAR Capital Management, Inc. are each deemed to have beneficial ownership, as such term is defined for purposes of Rule 13d-3, of all shares held directly by PAR Investment Partners, L.P.; (ii) PAR Group II, L.P. is the sole general partner of PAR Investment Partners, L.P.; and (iii) PAR Capital Management, Inc. is the sole general partner of PAR Group II L.P.

**Schedule A****SCHEDULE OF DEBTORS**

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed in this Court a petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.*, as amended. Substantially contemporaneously with the filing of these petitions, these entities filed a motion requesting that their respective chapter 11 cases be jointly administered for procedural purposes only.

	<b>DEBTOR</b>	<b>EMPLOYER/CORPORATE IDENTIFICATION NUMBER</b>	<b>JURISDICTION</b>
1.	CMGC Canada Acquisition ULC	822418471RC0001	Canada
2.	Dollar Rent A Car, Inc.	05-0542273	United States
3.	Dollar Thrifty Automotive Group Canada Inc.	106533326RC0001	Canada
4.	Dollar Thrifty Automotive Group, Inc.	73-1356520	United States
5.	Donlen Corporation	36-2552662	United States
6.	Donlen Fleet Leasing Ltd.	136785763RC0001	Canada
7.	Donlen FSHCO Company	45-5210139	United States
8.	Donlen Mobility Solutions, Inc.	20-0080075	United States
9.	DTG Canada Corp.	887612711RC0001	Canada
10.	DTG Operations, Inc.	73-1389882	United States
11.	DTG Supply, LLC	73-1325498	United States
12.	Firefly Rent A Car LLC	46-2367114	United States
13.	Hertz Aircraft, LLC	26-2976918	United States
14.	Hertz Canada Limited	102337847RC0001	Canada
15.	Hertz Car Sales LLC	80-0033698	United States
16.	Hertz Global Holdings, Inc.	61-1770902	United States
17.	Hertz Global Services Corporation	22-3741182	United States
18.	Hertz Local Edition Corp.	13-3053797	United States
19.	Hertz Local Edition Transporting, Inc.	22-3376683	United States
20.	Hertz System, Inc.	36-2025222	United States
21.	Hertz Technologies, Inc.	22-3108869	United States
22.	Hertz Transporting, Inc.	13-3215204	United States
23.	Rental Car Group Company, LLC	81-0852831	United States
24.	Rental Car Intermediate Holdings, LLC	35-2542459	United States
25.	Smartz Vehicle Rental Corporation	45-2722986	United States
26.	The Hertz Corporation	13-1938568	United States
27.	Thrifty Car Sales, Inc.	73-1554875	United States
28.	Thrifty Rent-A-Car System, LLC	73-0574010	United States
29.	Thrifty, LLC	73-1554876	United States
30.	TRAC Asia Pacific, Inc.	73-1354213	United States



**SECRETARY'S CERTIFICATE**

**May 22, 2020**

The undersigned, M. David Galainena, solely in his capacity as Secretary of Hertz Global Holdings, Inc. (the "Debtor"), and not in an individual capacity, hereby certifies that:

- a) the resolutions attached hereto were duly adopted at a special meeting of the Board of Directors of the Debtor (the "Board") held on May 22, 2020, in accordance with the requirements of the Delaware General Corporation Law and the Debtor's charter and bylaws;
- b) the attached resolutions are true, complete and correct as they appear;
- c) the attached resolutions have not been modified, amended, annulled, rescinded or revoked and are still in full force and effect as of the date hereof; and
- d) there exists no other subsequent resolution of the Board relating to the matters set forth in the resolutions attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the date first set forth above.

By: /s/ M. David Galainena

Name: M. David Galainena

Title: Executive Vice President, General  
Counsel and Secretary

**HERTZ GLOBAL HOLDINGS, INC.  
THE HERTZ CORPORATION**

**RESOLUTIONS ADOPTED AT  
JOINT SPECIAL MEETING OF BOARDS OF DIRECTORS  
HELD ON MAY 22, 2020**

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**WHEREAS**, Hertz Global Holdings, Inc. ("Holdings") and The Hertz Corporation ("Hertz"), each a Delaware corporation (each a "Corporation" and together, the "Corporations") and their subsidiaries have experienced a rapid, sudden and dramatic negative impact on their businesses from the Covid-19 pandemic and there is significant uncertainty about the timing and strength of a recovery in the travel industry and in the Corporations' business in the coming weeks and months;

**WHEREAS**, notwithstanding the significant actions the Corporations have taken to reduce expenses in light of the downturn in business, revenue declines have outpaced cost reductions and, in light of the uncertainty in the timing and strength of any recovery and the significant negative impact on the marketability of used vehicles, there is and likely will continue to be, significant strain on the Corporations' liquidity and downward pressure on the residual value of the vehicles which support certain financings of the Corporations in the coming weeks and months;

**WHEREAS**, the Corporations have made significant efforts to seek access to the capital markets to provide additional liquidity through this challenging economic downturn, but the capital markets are currently unavailable to the Corporations and it is unclear when or if such access may become available;

**WHEREAS**, to preserve liquidity, on April 27, 2020, the Boards of Directors (together, the "Boards") of the Corporations authorized and directed Hertz and its subsidiaries to withhold the payments due on April 27, 2020 under the master motor vehicle operating lease (the "Lease") with Hertz Vehicle Financing LLC ("HVF") (together, the "Lease Payment"), including a payment of the HVF II Group I Aggregate Asset Amount Deficiency (as defined in the Lease), and to withhold reimbursement payments pursuant to any letters of credit that may have been drawn as a result of the failure to make the Lease Payment;

**WHEREAS**, following April 30, 2020, the failure to pay certain components of the Lease Payment caused an amortization event under the supplement (the "VFN Supplement") relating to the vehicle variable funding notes (the "VFN Notes") issued by Hertz Vehicle Financing II LP ("HVF II");

**WHEREAS**, on May 4, 2020, Hertz, HVF, HVF II and DTG Operations, Inc., a wholly-owned indirect subsidiary of Hertz, entered into a forbearance agreement (the "Forbearance Agreement") with certain holders of the VFN Notes (the "VFN Noteholders"), pursuant to which the VFN Noteholders agreed to forbear from exercising certain rights to direct the liquidation of the fleet of vehicles which serve as collateral supporting the VFN Notes;

**WHEREAS**, concurrently with entering into the Forbearance Agreement, on May 4, 2020, Hertz and certain of its subsidiaries entered into limited waiver agreements (collectively, the "Waiver Agreements") with certain of the lenders under its senior term loan facility, letter of credit facility, alternate letter of credit facility and U.S. vehicle revolving credit facility (the "Senior Lenders"),

pursuant to which the Senior Lenders agreed to certain waivers and accommodations, including with respect to events of default arising from Hertz's failure to make the full Lease Payment;

**WHEREAS**, the Forbearance Agreement and the Waiver Agreements expire on the date hereof;

**WHEREAS**, the Corporations have been actively negotiating with the VFN Noteholders and the Senior Lenders to extend the protections provided by the Forbearance Agreement and the Waiver Agreements but, to date, no agreement has been reached to extend the protections provided by the Forbearance Agreement or the Waiver Agreements or with respect to any alternative financing strategy or structure;

**WHEREAS**, the Boards have been presented with proposed voluntary petitions (each, a "Petition") to be filed by Holdings and Hertz, respectively, in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), pursuant to which each of the Corporations would operate as debtor-in-possession (the "Chapter 11 Cases");

**WHEREAS**, the Boards have received numerous presentations from and sought the advice of the Corporations' management team as well as the financial and legal advisors to the Corporations with respect to the issues described above and the Corporations' current and forecasted liquidity position; and

**WHEREAS**, based on their review of all available alternatives and advice provided by such advisors and professionals, the current lack of access to the capital markets, the downturn in the Corporations' business and the uncertainty regarding any recovery, the Boards deem it advisable and in the best interest of each of the Corporations, their creditors, employees and other stakeholders to take the actions specified in the following resolutions.

**NOW THEREFORE**, be it resolved as follows:

#### CHAPTER 11 CASES

**RESOLVED**, that each of the Corporations be, and each hereby is, authorized and directed to file a Petition seeking relief under the provisions of chapter 11 of the Bankruptcy Code; and it is further

**RESOLVED**, that the Corporations' Chief Executive Officer, Chief Financial Officer, Treasurer and General Counsel (each, an "Authorized Officer") be, and each hereby is, authorized and directed, on behalf of and in the name of Holdings and Hertz, respectively, to execute and verify each Petition in the name of Holdings and Hertz, respectively, under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the Bankruptcy Court in such form and at such time as the Authorized Officer executing such Petition on behalf of each Corporation shall determine; and it is further

#### RETENTION OF PROFESSIONALS

**RESOLVED**, that each of the Corporations is authorized, and each Authorized Officer be, and each hereby is, authorized and directed, on behalf of and in the name of each Corporation, to retain and employ professionals to render services to the Corporations in connection with the Chapter 11 Cases and the transactions contemplated by the foregoing resolutions, and that such professionals shall include, without limitation: White & Case LLP to act as restructuring counsel and, if

applicable, as counsel to the Foreign Representative (as defined below); Richards, Layton & Finger, PA to act as local Delaware restructuring counsel; Moelis & Company LLC to act as investment banker and as financial advisor; FTI Consulting to act as financial advisor; and Prime Clerk LLC to act as claims and noticing agent and administrative advisor; and in connection herewith, each Authorized Officer is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of the foregoing; and it is further

**RESOLVED**, that each of the Corporations is authorized, and each Authorized Officer be, and each hereby is, authorized and empowered and directed, in the name and on behalf of each Corporation, to incur and pay or cause to be paid all such fees and expenses as in their judgment shall be necessary, appropriate, or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions; and it is further

#### FOREIGN REPRESENTATIVE

**RESOLVED**, that Hertz shall act as foreign representative (the “Foreign Representative”) on behalf of each of the Corporations’ estates in connection with such foreign proceedings as may be necessary in any foreign country (each, a “Supporting Foreign Proceeding”) and Hertz shall be, and it hereby is, authorized, and empowered, to (i) execute, verify and/or file, or cause to be filed and/or executed and/or verified (or direct others to do so on its behalf as provided herein) all necessary documents and prosecute all actions necessary to the appointment of the Foreign Representative in respect of any such foreign proceedings, (ii) seek all relief available to a “foreign representative” in any such Supporting Foreign Proceeding and any further relief that it deems prudent and to take any and all actions on behalf of each of the Corporations (to the extent allowed under applicable law) as it deems necessary to seek such relief, and (iii) act as each of the Corporations’ agent (to the extent allowed under applicable law) in administering the reorganization of each of the Corporations’ assets and affairs in any Supporting Foreign Proceeding; and it is further

#### FURTHER AUTHORIZATIONS REGARDING THE CHAPTER 11 CASES AND SUPPORTING FOREIGN PROCEEDINGS

**RESOLVED**, that each of the Corporations is authorized, and each Authorized Officer acting in consultation with the Corporations’ legal and financial advisors, be, and each hereby is, authorized and empowered, on behalf of and in the name of Holdings and Hertz, respectively, to execute, deliver, perform, verify, and/or file, or cause to be executed, delivered, performed, verified, and/or filed (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, statements, schedules, motions, lists, applications and pleadings, and subject to the Corporations’ Transaction Approval Policy, contracts, agreements, additional security documents, guarantees, reaffirmations, control agreements, waivers of or amendments to existing documents, and, in connection with the foregoing, to employ and retain all assistance by legal counsel and to take any and such other action in furtherance of these resolutions which such Authorized Officer or Authorized Officers deem necessary or proper in connection with the Chapter 11 Cases or any Supporting Foreign Proceeding, including acting in consultation with the Corporations’ legal and financial advisors to take any and all action necessary or proper in connection with obtaining authorization to use cash collateral (in such amounts and on such terms as may be agreed by any Authorized Officer,

including the grant of replacement and additional liens, as is necessary or proper for the continuing conduct of the affairs of Holdings and Hertz, respectively, and certain of their respective subsidiaries and affiliates), with a view to the successful prosecution of the Chapter 11 Cases contemplated by the foregoing resolutions and the successful consummation of the transactions contemplated by the foregoing resolutions including, without limitation, any action necessary or proper to maintain the ordinary-course operation of each of Holdings' and Hertz's respective businesses; and it is further

**RESOLVED**, that each Authorized Officer, acting in consultation with the Corporations' legal and financial advisors, be, and each hereby is, authorized to execute, deliver, and perform any and all special powers of attorney as such Authorized Officer may deem necessary or desirable to facilitate consummation of the transactions contemplated by the foregoing resolutions, pursuant to which such Authorized Officer will make certain appointments of attorneys to facilitate consummation of the transactions contemplated by the foregoing resolutions as Holdings' and Hertz's respective true and lawful attorneys and authorize each such attorney to execute and deliver any and all documents of whatsoever nature and description that may be necessary or desirable to facilitate consummation of the transactions contemplated by the foregoing resolutions; and it is further

**RESOLVED**, that each Authorized Officer, acting in consultation with the Corporations' legal and financial advisors, be, and each of them hereby is, authorized and empowered to act without the joinder of any other Authorized Officer in connection with the foregoing resolutions; and

**RESOLVED**, that all acts lawfully done or actions lawfully taken by any Authorized Officer in accordance with the foregoing resolutions to seek relief on behalf of Holdings or Hertz under chapter 11 of the Bankruptcy Code, or in connection with the Chapter 11 Cases or any Supporting Foreign Proceeding, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed, and approved in all respects as the acts and deeds of Holdings or Hertz, respectively, in all respects by the Boards; and it is further

#### GENERAL AUTHORIZATIONS

**RESOLVED**, that the directors and officers of the Corporations, including the Authorized Officers (each, an "Authorized Person") acting in consultation with the Corporations' legal and financial advisors, be, and each of them hereby is, authorized and empowered, in the name and on behalf of Holdings and Hertz, respectively, in accordance with these resolutions, to do and perform, or cause or authorize to be done and performed, any and all such other acts, deeds and things and to make, execute and deliver, or cause to be made, executed and delivered, in the name and on behalf of Holdings and Hertz, respectively, and under the seal of Holdings and Hertz, respectively, if requested or as may be necessary or appropriate, any and all such agreements, undertakings, documents, consents, filings or instruments, with such terms and provisions as any such Authorized Person may approve, as such Authorized Person may deem necessary or appropriate to effect the transactions contemplated by the foregoing resolutions, to fulfill Holdings' and Hertz's obligations thereunder, or to carry out the purpose and intent of any and all of the foregoing resolutions, the execution, delivery or performance thereof, or the taking of any such action to be conclusive evidence of such approval and authority; and it is further

**RESOLVED**, that each Authorized Person, acting in consultation with the Corporations' legal and financial advisors, be, and each of them hereby is, authorized and empowered to act without

the joinder of any other Authorized Person in connection with the foregoing resolutions; and it is further

**RESOLVED**, that all actions heretofore taken by any Authorized Person in connection with the subject matter of any and all of the foregoing resolutions be, and each of them hereby is, approved, ratified and confirmed in all respects as the act and deed of Holdings and Hertz, respectively, having the same force as if performed pursuant to the direct authorization of the Boards; and it is further

**RESOLVED**, that the omission from these resolutions of any agreement, document, or other arrangement contemplated by any of the agreements, instruments, filings, or other documents described in the foregoing resolutions or any action to be taken in accordance with any requirement of any of the agreements, instruments, filings, or other documents described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Person to take all actions necessary, desirable, proper, advisable, or appropriate to consummate, effectuate, carry out, or further the transaction contemplated by, and the intent and purposes of, the foregoing resolutions; and it is further

**RESOLVED**, that the authority conferred upon any Authorized Person by these resolutions is in addition to, and shall in no way limit, such other authority as such Authorized Person may have with respect to the subject matter of the foregoing resolutions, and that the omission from these resolutions of any agreement or other arrangement contemplated by any of the agreements, contracts, instruments, or documents described in the foregoing resolutions or any action to be taken in accordance with any requirement of any of the agreements, instruments, or documents described in the foregoing resolutions shall in no manner derogate from the authority of any such Authorized Person to take any and all actions convenient, necessary, advisable, or appropriate to consummate, effectuate, carry out, perform, or further the transactions contemplated by and the intents and purposes of the foregoing resolutions.

**Fill in this information to identify the case:**Debtor name The Hertz Corporation, et al.United States Bankruptcy Court for the District of DelawareCase number (If known): TBD☐ Check if this is an amended filing**Modified Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders****12/15**

The Debtor and its debtor affiliates (collectively, the "Debtors") each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The following is a consolidated list of the Debtors' creditors holding the 50 largest unsecured claims based on the Debtors' books and records estimated as of the petition date. This list is prepared in accordance with Bankruptcy Rule 1007(d) for filing in these chapter 11 cases. The list does not include: (1) persons who come within the definition of "insider" set forth in section 101 of the Bankruptcy Code; (2) secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 50 largest unsecured claims; or (3) claims held by the Debtors' employees. The information presented in the list below shall not constitute an admission of liability by, nor is binding on, the Debtors, and the failure to list a claim as contingent, unliquidated, disputed, or subject to setoff does not constitute a waiver of any of the Debtors' right to contest the validity, priority, or amount of any claim.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.	Total Claim, if partially secured	Deduction for value of collateral or setoff
1	6.000% Senior Notes Due January 2028 Charles W. Scharf, CEO & President 600 Fourth Street South, 7th Fl, MAC N9300-070 Minneapolis, MN 55415	Wells Fargo National Association, Wells Fargo Corporate Trust-DAPS Reorg Charles W. Scharf, CEO & President Phone: (800) 344-5128 Fax: (866) 969-1290 Email: dapsreorg@wellsfargo.com	Unsecured Notes				\$900,000,000.00
2	5.500% Senior Notes Due October 2024 Charles W. Scharf, CEO & President 600 Fourth Street South, 7th Fl, MAC N9300-070 Minneapolis, MN 55415	Wells Fargo National Association, Wells Fargo Corporate Trust-DAPS Reorg Charles W. Scharf, CEO & President Phone: (800) 344-5128 Fax: (866) 969-1290 Email: dapsreorg@wellsfargo.com	Unsecured Notes				\$800,000,000.00
3	6.250% Senior Notes Due October 2022 Charles W. Scharf, CEO & President 600 Fourth Street South, 7th Fl, MAC N9300-070 Minneapolis, MN 55415	Wells Fargo National Association, Wells Fargo Corporate Trust-DAPS Reorg Charles W. Scharf, CEO & President Phone: (800) 344-5128 Fax: (866) 969-1290 Email: dapsreorg@wellsfargo.com	Unsecured Notes				\$500,000,000.00
4	7.125% Senior Notes Due August 2026 Charles W. Scharf, CEO & President 600 Fourth Street South, 7th Fl, MAC N9300-070 Minneapolis, MN 55415	Wells Fargo National Association, Wells Fargo Corporate Trust-DAPS Reorg Charles W. Scharf, CEO & President Phone: (800) 344-5128 Fax: (866) 969-1290 Email: dapsreorg@wellsfargo.com	Unsecured Notes				\$500,000,000.00
5	Goldman Sachs Mortgage Co., as lender and administrative agent Department Manager 200 West Street New York, NY 10282	Goldman Sachs Mortgage Company Department Manager Phone: (972) 368-2746 Fax: (917) 977- 9270 Email: gs-sbdagency-borrower@ny.email.gs.com, gs-locoperations@ny.email.gs.com	ALOC Facility	C			\$200,000,000.00
6	U.S. Bank, Promissory Notes Andrew Cecere, Chairman, President & CEO 21 South Street, 3rd Fl MS: EX-NJ-WSSM Morristown, NJ 07960	U.S. Bank Andrew Cecere, Chairman, President & CEO	Unsecured Notes				\$27,593,000.00
7	IBM CORPORATION Thomas Buberl, CEO 1 New Orchard Road Armonk, NY 10504	IBM CORPORATION Thomas Buberl, CEO Phone: (914) 499-1900 Fax: (914) 765-6021 Email: Mbrowdy@ibm.com	Trade AP				\$23,475,618.59
8	Lyft Logan Green, CEO, Co-Founder & Director 548 Market Street, Suite 68514 San Francisco, CA 94104	Lyft Logan Green, CEO, Co-Founder & Director Phone: (415) 264-5462 Fax: (415) 703-1758 Email: Kristin_Sverchek@lyft.com	Trade AP	D			\$18,600,000.00

Debtor The Hertz Corporation, et al.  
NameCase number(if known) TBD

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	AAA Tim Condon, President & CEO 1 Auto Club Drive Dearborn, MI 48126	AAA Tim Condon, President & CEO Phone: (800) 222-6424 Fax: (313) 584-9818	Trade AP				\$9,478,447.72
10	Fines Ford Robert Fines, Principal 10 Simona Dr Bolton, ON L7E 4C7 Canada	Fines Ford Robert Fines, Principal Phone: (905) 857-1252 Fax: (905) 857-6640	Fleet				\$9,478,447.72
11	Travel Jigsaw Gregory Wills, Managing Director Fl's 2-4 St George's House, 56 Peter Street Fl's 9-12, Sunlight House Manchester M2 3NQ United Kingdom	Travel Jigsaw Gregory Wills, Managing Director Phone: (44) 161-830-5908 Fax: (44) (0) 20 8612 8005	Trade AP				\$8,228,426.26
12	United Airlines Scott Kirby, Chief Executive Officer 233 S. Wacker Drive Chicago, IL 60606	United Airlines Scott Kirby, Chief Executive Officer Phone: (312) 997-8000	Trade AP	D			\$7,349,998.00
13	Deloitte Joseph B. Ucuzoglu, CEO (US) 30 Rockefeller Plaza New York, NY 10112-0015	Deloitte Joseph B. Ucuzoglu, CEO (US) Phone: (212) 492-4000 Fax: (212) 489-1687 Email: JoeUcuzoglu@deloitte.com	Trade AP	D			\$7,343,854.00
14	COMDATA Ron Clarke, CEO & Chairman 5301 Maryland Way Brentwood, TN 37027	COMDATA Ron Clarke, CEO & Chairman Phone: (615) 370-7000	Trade AP				\$7,282,358.50
15	JM & A GROUP INC Forrest Heathcott, President 500 Jim Moran Blvd Deerfield Beach, FL 33442	JM & A GROUP INC Forrest Heathcott, President Phone: (800) 553-7146 Fax: (954) 363-4120	Trade AP				\$6,879,505.15
16	SOUTHWEST AIRLINES CO Gary C. Kelly, Chairman & CEO 2702 Love Field Drive Dallas, TX 75235	SOUTHWEST AIRLINES CO Gary C. Kelly, Chairman & CEO Phone: (214) 792-4000 Fax: (214) 792-5015	Trade AP	D			\$6,235,542.00
17	PROS REVENUE MANAGEMENT Andres Reiner, President, CEO & Director Oakland City Center Oakland, CA 94607	PROS REVENUE MANAGEMENT Andres Reiner, President, CEO & Director Phone: (713) 335-5105 Fax: (713) 335-8144 Email: aparrish@pros.com	Trade AP				\$5,879,173.84
18	Expedia Peter M. Kern, Vice Chairman & CEO 333 108th Ave. NE Bellevue, WA 98004	Expedia Peter M. Kern, Vice Chairman & CEO Phone: (425) 679-7200 Fax: Email: bdzielak@expedia.com	Trade AP				\$5,324,782.56
19	LANE VALENTE Paul Valente, Vice President 98 Maple Ave Smithtown, NY 11787	LANE VALENTE Paul Valente, Vice President Phone: (631) 454-9100 Fax: (631) 454-6115	Trade AP				\$3,883,404.93
20	PLATEPASS LLC James D. Tuton, President 1150 N Alma School Rd Mesa, AZ 85201	PLATEPASS LLC James D. Tuton, President Phone: (877) 411-4300	Trade AP				\$3,803,959.23



Debtor The Hertz Corporation, et al.  
NameCase number(if known) TBD

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
21	Hotwire Heather Kernahan, CEO 45 E 20th St New York, NY 10003	Hotwire Heather Kernahan, CEO Phone: (800) 355-5668 Fax: (425) 679-7251	Trade AP	D			\$3,370,285.84
22	SAFELITE FULFILLMENT INC Thomas Feeney, President & CEO 7400 Safelite Way Columbus, OH 43235	SAFELITE FULFILLMENT INC Thomas Feeney, President & CEO Phone: (888) 393-1493 Fax: (614) 210-9372	Trade AP				\$3,266,064.45
23	ATS PROCESSING SERVICES Adam Draizin, President 1150 N Alma School Rd. Mesa, AZ 85201	ATS PROCESSING SERVICES Adam Draizin, President Phone: (877) 977-5771 Fax: (480) 907-3026 Email: hertz@atsol.com	Trade AP				\$2,953,713.82
24	GREATER ORLANDO AVI AUTH Phil Brown, CEO Orlando International Airport One Jeff Fuqua Boulevard Orlando, FL 32827-4392	GREATER ORLANDO AVI AUTH Phil Brown, CEO Phone: (407) 825-2001 Fax: (407) 825-2099	Taxes/Concessions				\$2,934,226.32
25	DEALER DOT COM Rick Gibbs, CEO & co-founder 1 Howard St Burlington, VT 05401	DEALER DOT COM Rick Gibbs, CEO & co-founder Phone: (802) 658-0965	Trade AP				\$2,756,838.01
26	PEP BOYS Brent Windom, President 3118 W Allegheny Ave Philadelphia, PA 19132	PEP BOYS Brent Windom, President Phone: (215) 221-6305 Fax: (215) 430-4436	Trade AP				\$2,712,174.35
27	CITY OF CHICAGO Brent Windom, President Chicago Midway International Airport 10000 West O'Hare Ave Chicago, IL 60666	CITY OF CHICAGO Brent Windom, President Phone: (800) 832-6352	Taxes/Concessions				\$2,546,999.72
28	GERBER NATIONAL CLAIM SERVICES LLC Jason Chapnik, Chairman 150 Center Court Schaumburg, IL 60195	GERBER NATIONAL CLAIM SERVICES LLC Jason Chapnik, Chairman Phone: (866) 638-4527	Trade AP				\$2,534,344.58
29	GREATER ORLANDO AVIATION AUTH Domingo Sanchez, Chairman Orlando International Airport One Jeff Fuqua Boulevard Orlando, FL 32827-4392	GREATER ORLANDO AVIATION AUTH Domingo Sanchez, Chairman Phone: (407) 825-2001 Fax: (407) 825-2099	Taxes/Concessions				\$2,439,597.14
30	TELUS INTERNATIONAL US CORP Jeff Puritt, President 2251 South Decatur Boulevard Las Vegas, NV 89102	TELUS INTERNATIONAL US CORP Jeff Puritt, President Phone: (702) 238-7900	Trade AP				\$2,279,801.49
31	BUILDRITE CONSTRUCTION CORP Brian Fulghum, Vice President 600 Chastain Road NW, Suite 326 Kennesaw, GA 30144	BUILDRITE CONSTRUCTION CORP Brian Fulghum, Vice President Phone: (770) 971-0787 Fax: (770) 973-7737	Trade AP				\$2,084,899.19
32	SIRIUS XM RADIO INC Scott Greenstein, President 1221 Avenue of the Americas, 36th Fl New York, NY 10020	SIRIUS XM RADIO INC Scott Greenstein, President Phone: (212) 584-5100 Fax: (212) 584-5200	Trade AP				\$2,000,000.00

Debtor The Hertz Corporation, et al.  
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	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
33	BRIDGESTONE/FIRESTONE INC Paolo Ferrari, President, CEO, COO 200 4th Ave S. Nashville, TN 37201	BRIDGESTONE/FIRESTONE INC Paolo Ferrari, President, CEO, COO Phone: (844) 659-5820	Trade AP				\$1,972,360.61
34	MAACO FRANCHISING CORPORATE LLC Jonathan Fitzpatrick, President & CEO 440 S. Church Street, Suite 700 Charlotte, NC 28202	MAACO FRANCHISING CORPORATE LLC Jonathan Fitzpatrick, President & CEO Phone: (704) 644-8101 Fax: (704) 377-9904	Trade AP				\$1,940,992.44
35	VXI GLOBAL SOLUTIONS LLC David Zhou David, Co-Founder & Co-CEO 220 West 1st St., 3rd Fl Los Angeles, CA 90012	VXI GLOBAL SOLUTIONS LLC David Zhou David, Co-Founder & Co-CEO Phone: (213) 637-1300 Fax: (213) 637-1068	Trade AP				\$1,738,720.52
36	TRAVELPORT LP C O BANK OF AMERICA LOCKBOX Gordon Wilson, President & CEO Axis One, Axis Park, 10 Hurricane Way Langley SL3 8AG United Kingdom	TRAVELPORT LP C O BANK OF AMERICA LOCKBOX Gordon Wilson, President & CEO Phone: (+44) 1753 288000 Fax: (+44) 1753 288 001	Trade AP				\$1,691,377.60
37	AT&T John Stankey, President & CEO 208 S. Akard Street Dallas, TX 75202	AT&T John Stankey, President & CEO Phone: (210) 821-4105 Fax: (210) 351-2071	Trade AP				\$1,684,048.44
38	AMERICAN EXPRESS Mr. Squeri, Chairman & CEO 200 Vesey Street New York, NY 10285-3106	AMERICAN EXPRESS Mr. Squeri, Chairman & CEO Phone: (212) 640-2000 Fax: (623) 444-3001	Trade AP				\$1,606,783.00
39	TERADATA OPERATIONS INC Oliver Ratzesberger, President & CEO 17095 Via del Campo San Diego, CA 92127	TERADATA OPERATIONS INC Oliver Ratzesberger, President & CEO Phone: (866) 837-2328 Fax: (858) 485-3567	Trade AP				\$1,593,354.98
40	INFOR (US) INC Kevin Samuelson, CEO 641 Avenue of the Americas New York, NY 10011	INFOR (US) INC Kevin Samuelson, CEO Phone: (646) 336-1700	Trade AP				\$1,556,697.55
41	MASSACHUSETTS PORT AUTHORITY Lisa Wieland, CEO One Harborside Drive, Suite 200S Boston, MA 02128	MASSACHUSETTS PORT AUTHORITY Lisa Wieland, CEO Phone: (800) 235-6426 Fax: (617) 561-1891	Taxes/Concessions				\$1,545,621.40
42	NISSAN Makoto Uchida, President & CEO One Nissan Way Franklin, TN 37067	NISSAN Makoto Uchida, President & CEO Phone: (615) 725-1000 Fax: (615) 725-8535	Fleet	D			\$1,489,139.60
43	Car Trawler Charlie Coniglio, CEO Classton House, Dundrum Business Park Dundrum Dublin 14 Ireland	Car Trawler Charlie Coniglio, CEO Phone: (+353) 1 499 9600 Fax: (+353) (0)1 499 9661	Trade AP				\$1,333,791.45
44	WAYNE COUNTY Chad Newton, CEO 11050 Rogell Drive #602 Detroit, MI 48242	WAYNE COUNTY Chad Newton, CEO Phone: (734) 247-7678 Fax: (734) 247-7343 Email: kristy.exner@wcaa.us	Taxes/Concessions				\$1,286,258.16

Debtor The Hertz Corporation, et al.  
NameCase number(if known) TBD

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
45	CITY AND COUNTY OF SAN FRANCISCO Ivar C. Satero, Director San Francisco International Airport 710 N McDonnell Rd San Francisco, CA 94128	CITY AND COUNTY OF SAN FRANCISCO Ivar C. Satero, Director Phone: (650) 821-5042 Fax: (650) 821-5005	Taxes/Concessions				\$1,284,547.28
46	ALLIED UNIVERSAL SECURITY SERVICES David I. Buckham Eight Tower Bridge 161 Washington Street Suite 600 Conshohocken, PA 19428	ALLIED UNIVERSAL SECURITY SERVICES David I. Buckham Phone: (484) 351-1300 Fax: (410) 468-3030	Trade AP				\$1,279,706.77
47	DENT WIZARD INTERNATIONAL CORP 39-40/F, Oxford House Taikoo Place 979 King's Road Quarry Bay Hong Kong	DENT WIZARD INTERNATIONAL CORP Phone: 86-2120802188 Fax: 86-576-7332919	Trade AP				\$1,273,540.75
48	AUTONATION SHARED SERVICE CENTER MORAY KEITH 12100 FEATHERSTONE WAY RICHMOND, BC V6W 1K9 CANADA	AUTONATION SHARED SERVICE CENTER MORAY KEITH Phone: 604-273-1311 Fax: 604-273-1356	Trade AP				\$1,272,139.05
49	Nissan CN 39-40/F, Oxford House Taikoo Place 979 King's Road Quarry Bay Hong Kong	Nissan CN Phone: (+ 86) 2120802188 Fax: (+86) 576-7332919	Fleet				\$1,262,085.17
50	Dueck Richmond Moray Keith 12100 Featherstone Way Richmond, BC V6W 1K9 Canada	Dueck Richmond Moray Keith Phone: (604) 273-1311 Fax: (604) 273-1356	Fleet				\$1,260,945.00

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re

The Hertz Corporation, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 20-[\_\_\_\_\_] ( )

(Joint Administration Requested)

**CONSOLIDATED CORPORATE OWNERSHIP STATEMENT  
PURSUANT TO FED. R. BANKR. P. 1007(a)(1) AND 7007.1**

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, attached hereto as **Exhibit I** is an organizational chart reflecting all of the ownership interests in The Hertz Corporation (“**Hertz**”) and its affiliated debtors, who are each debtors and debtors in possession in the above-captioned cases (collectively, the “**Debtors**”). Hertz, on behalf of itself and the Debtors, hereby states as follows:

1. The following entities own ten percent (10%) or more of the equity interests of Hertz Global Holdings, Inc. (“**Hertz Global**”):<sup>2</sup>

Name	Address	Shares (%)
<b>Carl C. Icahn</b> <sup>3</sup>	Icahn Associates Holdings LLC 16690 Collins Avenue Sunny Isles, FL 33160.	38.89%

<sup>1</sup> The last four digits of The Hertz Corporation’s tax identification number are 8568. The location of the debtors’ service address is 8501 Williams Road, Estero, FL 33928. Due to the large number of debtors in these chapter 11 cases, for which joint administration for procedural purposes has been requested, a complete list of the debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the debtors’ proposed claims and noticing agent at <https://restructuring.primeclerk.com/hertz>.

<sup>2</sup> This is based on information regarding beneficial share ownership obtained from the Debtors’ Notice of Annual Meeting and Proxy Statement dated March 27, 2020. This list serves as the disclosure required to be made by Hertz Global pursuant to Rule 1007(a)(1) of the Federal Rules of Bankruptcy Procedure. By separate motion filed contemporaneously herewith, Hertz Global is requesting a waiver of the requirement under Rule 1007(a)(3) to file a list of all of its equity security holders.

<sup>3</sup> Mr. Icahn, Icahn Partners LP, Icahn Master Fund LP, High River Limited Partnership, Icahn Onshore LP, Icahn Capital LP, IPH GP LLC, Icahn Enterprises Holdings L.P., Icahn Enterprises G.P. Inc., Beckton Corp., Icahn Offshore LP, Hopper Investments LLC and Barberry Corp., to the knowledge of the Company, are each deemed to have beneficial ownership, as such term is defined

2. Hertz Global owns one hundred percent (100%) of the equity interests of Rental Car Intermediate Holdings, LLC, which in turn owns one hundred percent (100%) of the equity interests of Hertz.

3. Hertz owns one hundred percent (100%) of the equity interests of the following entities:

- a. Hertz Transporting, Inc.;
- b. Hertz Aircraft, LLC;
- c. Firefly Rent A Car LLC;
- d. Donlen Corporation;
- e. Hertz Technologies, Inc.;
- f. Hertz Car Sales LLC;
- g. Hertz System, Inc.;
- h. Smartz Vehicle Rental Corporation;
- i. Hertz Global Services Corporation;
- j. Hertz Local Edition Corp.; and
- k. Rental Car Group Company, LLC;

4. Donlen Corporation owns one hundred percent (100%) of the equity interests of the following entities:

- a. Donlen FSHCO Company; and
- b. Donlen Mobility Solutions, Inc.

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for purposes of Rule 13d-3 of the Securities Exchange Act of 1934, over more than 5% of the voting securities of the debtor that are held by the following entities: Icahn Partners LP, Icahn Master Fund LP and High River Limited Partnership.

5. Donlen FSHCO Company owns one hundred percent (100%) of the equity interests of Donlen Fleet Leasing Ltd.

6. Hertz Local Edition Corp. owns one hundred percent (100%) of the equity interests of Hertz Local Edition Transporting, Inc.

7. Rental Car Group Company, LLC owns one hundred percent (100%) of the equity interests of Dollar Thrifty Automotive Group, Inc., which in turn owns one hundred percent (100%) of the equity interests of the following entities:

- a. DTG Operations, Inc.;
- b. Dollar Rent A Car, Inc.; and
- c. Thrifty, LLC

8. DTG Operations, Inc. owns one hundred percent (100%) of the equity interests of DTG Supply, LLC.

9. Thrifty, LLC owns one hundred percent (100%) of the equity interests of the following entities:

- a. Thrifty Car Sales, Inc.; and
- b. Thrifty Rent-A-Car System, LLC

10. Thrifty Rent-A-Car System, LLC owns one hundred percent (100%) of the equity interests of the following entities:

- a. TRAC Asia Pacific, Inc.; and
- b. Dollar Thrifty Automotive Group Canada, Inc.

11. Dollar Thrifty Automotive Group Canada, Inc. owns one hundred percent (100%) of the equity interests of DTG Canada Corp.

12. Hertz International, Ltd. (a non-debtor) owns one hundred percent (100%) of the equity interests of Hertz Holdings Netherlands B.V. (a non-debtor).

13. Hertz Holdings Netherlands B.V. (a non-debtor) owns one hundred percent (100%) of the equity interests of CMGC Canada Acquisition ULC.

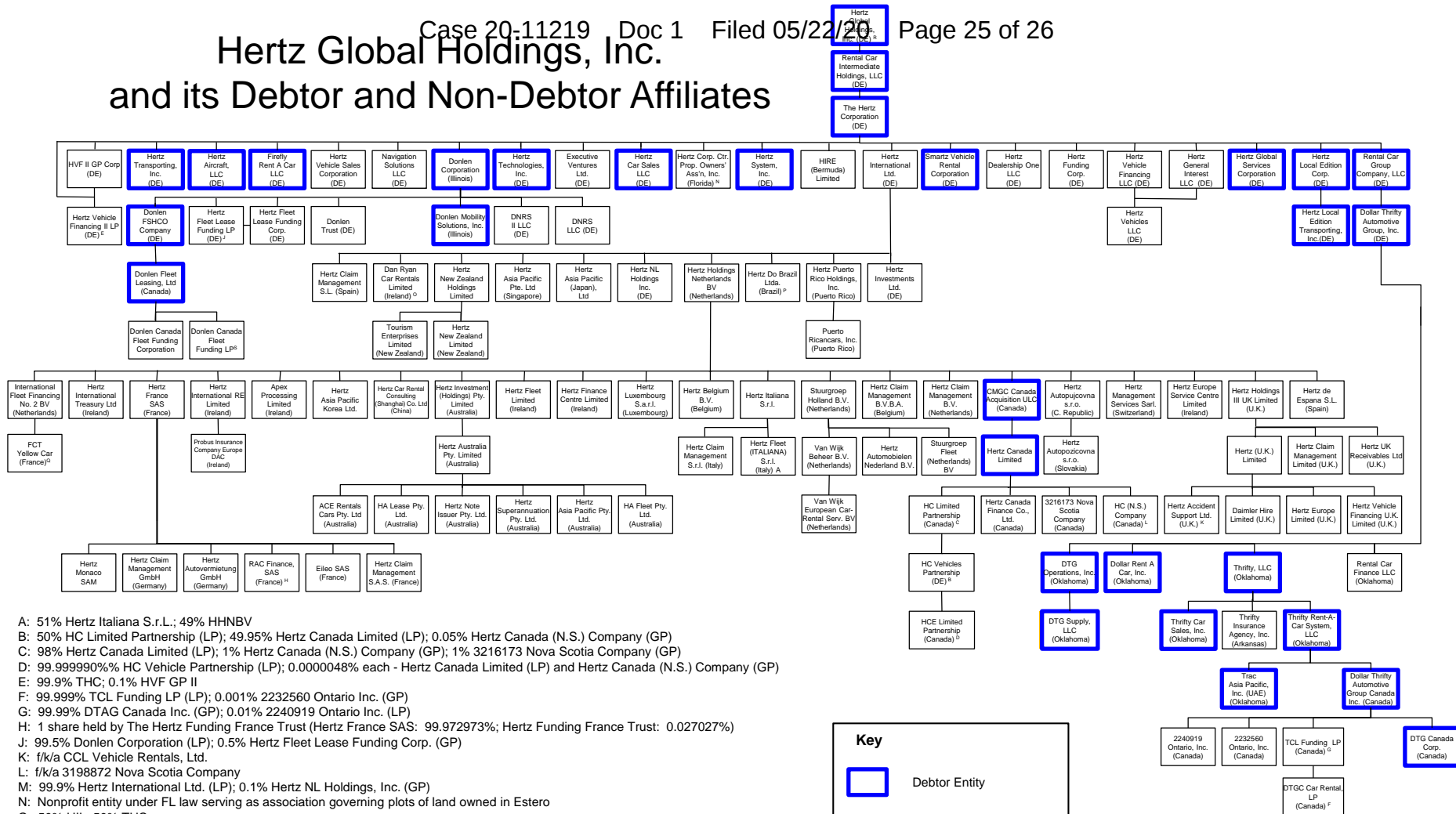
14. CMGC Canada Acquisition ULC owns one hundred percent (100%) of the equity interests of Hertz Canada Limited.

**Exhibit I**

**(Organizational Chart)**



# Hertz Global Holdings, Inc. and its Debtor and Non-Debtor Affiliates



A: 51% Hertz Italiana S.r.l.; 49% HHNBV

B: 50% HC Limited Partnership (LP); 49.95% Hertz Canada Limited (LP); 0.05% Hertz Canada (N.S.) Company (GP)

C: 98% Hertz Canada Limited (LP); 1% Hertz Canada (N.S.) Company (GP); 1% 3216173 Nova Scotia Company (GP)

D: 99.999990% HC Vehicle Partnership (LP); 0.0000048% each - Hertz Canada Limited (LP) and Hertz Canada (N.S.) Company (GP)

E: 99.9% THC; 0.1% HVF GP II

F: 99.999% TCL Funding LP (LP); 0.001% 2232560 Ontario Inc. (GP)

G: 99.99% DTAG Canada Inc. (GP); 0.01% 2240919 Ontario Inc. (LP)

H: 1 share held by The Hertz Funding France Trust (Hertz France SAS: 99.972973%; Hertz Funding France Trust: 0.027027%)

J: 99.5% Donlen Corporation (LP); 0.5% Hertz Fleet Lease Funding Corp. (GP)

K: f/k/a CCL Vehicle Rentals, Ltd.

L: f/k/a 3198872 Nova Scotia Company

M: 99.9% Hertz International Ltd. (LP); 0.1% Hertz NL Holdings, Inc. (GP)

N: Nonprofit entity under FL law serving as association governing plots of land owned in Estero

O: 50% HIL; 50% THC

P: THC owns 2 shares of Hertz do Brazil

Q: FCT is a French SA licensed as a portfolio management company and is not owned by Hertz (part of French ABS)

R: f/k/a Hertz Rental Car Holding Company, Inc.

S: 99% Donlen Fleet Leasing Ltd. (LP); 1% Donlen Canada Fleet Funding Corporation

**Fill in this information to identify the case and this filing:**

Debtor Name Hertz Global Holdings, Inc.

United States Bankruptcy Court for the: \_\_\_\_\_ District of Delaware  
(State)

Case number (If known): \_\_\_\_\_

**Official Form 202****Declaration Under Penalty of Perjury for Non-Individual Debtors****12/15**

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule \_\_\_\_\_
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration \_\_\_\_\_ Consolidated Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/22/2020  
MM / DD / YYYY

 /s/ Jamere Jackson

Signature of individual signing on behalf of debtor

Jamere Jackson

Printed name

Executive Vice President and Chief Financial Officer

Position or relationship to debtor